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Financial Products LLC

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11 Case No.  
 : 08-13555 (JMP)  
LEHMAN BROTHERS HOLDINGS INC., et al., : (Jointly Administered)  
 :  
Debtors. :  
 :  
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**NATIXIS FINANCIAL PRODUCTS LLC'S OBJECTION TO  
DEBTORS' MOTION TO STAY AVOIDANCE ACTIONS  
AND GRANT CERTAIN RELATED RELIEF**

TO THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE:

Natixis Financial Products LLC (“Natixis”) is named as an interpleader defendant in an adversary proceeding filed under Docket No. : 10-03489 (JMP).

Natixis hereby joins with and incorporates by reference the arguments made by BNP Paribas, London Branch (“BNP Paribas”) in its memorandum of law filed on October 13, 2010 (the “Memorandum of Law”) in opposition to Debtors’ Motion, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Stay Avoidance Actions and Grant Related Relief dated September 15, 2010 (the “Motion”). Natixis is the Advance Swap Counterparty and, along with BNP Paribas, constitutes the “Controlling Class” under the Indenture dated as of September 7, 2006 for certain Notes co-issued by ESP Funding I, Ltd. and ESP Funding I (Delaware Corp.). Natixis, along with BNP Paribas, is a defendant in an interpleader action commenced in this Court by Bank of America, N.A., as successor Trustee of the ESP Funding facility (the “ESP Litigation”). Lehman Brothers Special Financing Inc. (“LBSF”) has filed a counterclaim in the ESP Litigation (the “LBSF Counterclaim”), and now seeks via the Motion to stay that counterclaim. For all of the reasons set forth in the Memorandum of Law, Debtors’ Motion with respect to the LBSF Counterclaim should be denied.

WHEREFORE, Natixis respectfully requests that the Court deny the relief requested by Debtors as it pertains to the LBSF Counterclaim.

Dated: October 13, 2010  
New York, New York

WILLKIE FARR & GALLAGHER LLP

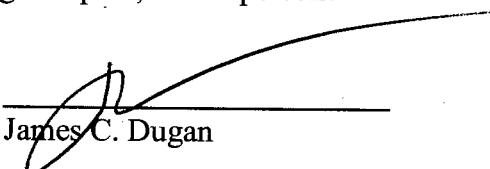
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**CERTIFICATE OF SERVICE**

I hereby certify that on the 13th day of October, 2010 true and correct copies of the foregoing *Naxtixis Financial Products LLC's Objection To Debtors' Motion, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Stay Avoidance Actions and Grant Certain Related Relief* were served by U.S. Mail, First Class, Postage Prepaid, on the persons and/or parties below.

  
James C. Dugan

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